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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) Or
THE SECURITIES EXCHANGE ACT OF 1934

For the Quarter Ended MARCH 31, 1992 COMMISSION FILE NO. 0-19241

INVITRO INTERNATIONAL

(Exact Name of Registrant as Specified in its Charter)
formerly named "Ropak Laboratories"

California	33-0149560
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

16632 Millikan Avenue, Irvine, California 92714
(Address of Principal Executive Office) (Zip Code)

Registrant's telephone number, including area code: (714) 851-8356

Not applicable
Former address, if changed since last report

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 12 or 15(D) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES [X] NO [ ]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the close of the period covered by this report:

As of March 31, 1992: 5,126,155 shares of Common Stock.

BEST COPY AVAILABLE

MAY 1992
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INVITRO INTERNATIONAL

(formerly named Ropak Laboratories)

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* The Company changed its fiscal year during 1991 from the last day in February to the last day in September, effective September 30, 1991.

INVITRO INTERNATIONAL
CONSOLIDATED BALANCE SHEETS

ASSETS	September 30, 1991	March 31, 1992 (unaudited)
CURRENT ASSETS		
Cash and cash equivalents	$1,114,024	$645,607
Short-term investments	3,228,363	1,358,376
Accounts receivable	--	345,372
Accounts receivable from a related party, (Note 4)	122,062	--
Inventories	577,551	636,455
Prepaid expenses and other current assets	144,722	91,384
TOTAL CURRENT ASSETS	5,186,722	3,077,194
FURNITURE, EQUIPMENT AND LEASEHOLD IMPROVEMENTS	834,126	1,089,864
OTHER ASSETS		
Notes receivable from officers	142,500	142,500
Prepaid royalties	63,437	55,712
Patents and trademarks, net of accumulated amortization	70,375	95,329
Other	10,516	204,222
	286,828	497,763
TOTAL ASSETS	$6,307,674	$4,664,821
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$343,542	$586,347
Accounts payable to a related party, (Note 4)	--	136,951
TOTAL CURRENT LIABILITIES	343,542	723,298
LONG-TERM DEBT	--	--
SHAREHOLDERS' EQUITY		
Preferred stock, without par value: Authorized - 1,000,000 shares; Issued and outstanding - none	--	--
Common stock, without par value: Authorized--15,000,000 shares; Issued and outstanding shares - 5,126,155 at March 31, 1992 and 5,065,155 at September 30, 1991	11,083,307	11,218,307
Accumulated deficit	(5,119,175)	(7,276,784)
TOTAL SHAREHOLDERS' EQUITY	5,964,132	3,941,523
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$6,307,674	$4,664,821

See notes to financial statements.

INVITRO INTERNATIONAL

CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended March 31,		Six Months Ended March 31,	
	1991	1992	1991	1992
	(unaudited)		(unaudited)	
REVENUES (all sales for the three months and six months periods ended March 31, 1991 were to a related party -- (Note 4).....	$ 362,615	$ 468,603	$ 661,140	$ 732,739
COSTS AND EXPENSES:				
Costs of revenues.....	157,437	356,714	266,817	486,336
Selling, general and administrative.....	62,680	1,344,046	164,179	2,246,106
Research and development.....	144,840	295,105	207,530	514,934
TOTAL COSTS AND EXPENSES.....	364,957	1,995,865	638,526	3,247,376
(LOSS) INCOME FROM OPERATIONS..	(2,342)	(1,527,262)	22,614	(2,514,637)
Other expense (income).....	14,711	(230,948)	21,711	(357,028)
NET (LOSS).....	$ (17,053)	$(1,296,314)	$ (1,097)	$(2,157,609)
INCOME (LOSS) PER COMMON SHARE.	$(.01)	$(.25)	$(.00)	$(.42)
WEIGHTED AVERAGE SHARES OUTSTANDING.....	2,635,457	5,114,231	2,635,457	5,099,812

See notes to financial statements.

INVITRO INTERNATIONAL

CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

	Common Stock		Accumulated	
	Shares (unaudited)	Amount (unaudited)	Deficit (unaudited)	Total (unaudited)
Balance at September 30, 1991..	5,065,155	$11,083,307	$(5,119,175)	$5,964,132
Adjustment to reconcile to records of transfer agent.....	1,000	--	--	--
Exercise of warrants, net of expenses.....	60,000	135,000	--	135,000
Net (loss) for the six months ended March 31, 1992.....			(2,157,609)	(2,157,609)
Balance at March 31, 1992.....	5,126,155	$11,218,307	$(7,276,784)	$3,941,523

See notes to financial statements.

INVITRO INTERNATIONAL

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Seven Months Ended September 30, 1991	Six Months Ended March 31, 1992 (unaudited)
OPERATING ACTIVITIES		
Net income (loss)	$(3,453,268)	$(2,157,609)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Loss from early extinguishment of debt	364,317	--
Depreciation and amortization	100,502	86,442
Common shares issued and capital contributed for services	193,000	--
Common shares issued for repurchase of distribution rights	1,085,559	
Changes in operating assets and liabilities:		
Accounts receivable	112,231	(223,309)
Inventories	154,236	(58,904)
Other assets	(72,092)	(132,643)
Accounts payable and accrued expenses	(126,062)	379,756
Amounts due to officer/shareholder	(145,857)	--
Customer deposits	(232,000)	--
NET CASH USED IN OPERATING ACTIVITIES	(2,019,434)	(2,106,267)
INVESTING ACTIVITIES		
Investment in marketable securities	(3,228,363)	1,869,987
Purchase of furniture, equipment and leasehold improvements	(677,069)	(337,793)
Patent and trademark additions	(24,088)	(29,344)
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	(3,929,520)	1,502,850
FINANCING ACTIVITIES		
Net proceeds from public offering of common stock, net of expenses	7,395,667	--
Proceeds from exercise of warrants	661,875	135,000
Repayment of credit line	(150,000)	--
Repayment of long-term debt	(1,150,000)	--
Notes receivable from officers/shareholders	(142,500)	--
NET CASH PROVIDED BY FINANCING ACTIVITIES	6,417,932	135,000
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	666,088	(468,417)
Cash and cash equivalents at beginning of period	447,936	1,114,024
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 1,114,024	$ 645,607

See notes to financial statements.

INVITRO INTERNATIONAL
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
March 31, 1992

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

For a summary of significant policies utilized by the Company, reference is made to Note 1 of the Notes to Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the transitional fiscal period ended September 30, 1991.

NOTE 2 - UNAUDITED STATEMENTS

The information set forth in these statements as of March 31, 1992 and for the three months and six months periods ended March 31, 1992 and 1991 are unaudited and may be subject to normal year-end adjustments. The information reflects all adjustments which, in the opinion of management, are necessary to present a fair statement of results of operations of InVitro International (the "Company") for the periods indicated.

NOTE 3 - RESULTS NOT NECESSARILY INDICATIVE OF FULL YEAR

Results of operations for the interim periods covered by this Report may not necessarily be indicative of results of operations for the full fiscal year.

NOTE 4 - RELATIONSHIP WITH ROPAK CORPORATION

In February 1989, the Company entered into a distributor agreement with Ropak Corporation for the exclusive distribution rights to all of the Company's products. Under terms of the distributor agreement, Ropak Corporation acted as the exclusive distributor and marketing representative for the Company's products and services, and incurred all expenses related to the Company's sales and marketing efforts. In return for these efforts, Ropak Corporation purchased products from the Company at a discount of approximately 40% from the Company's standard list prices.

Effective as of September 30, 1991, the distributor relationship with Ropak Corporation was terminated by mutual agreement, and the Company repurchased all rights to the marketing and sale of its products and services primarily for the issuance of 281,233 additional shares of common stock. In connection with its termination of the distributor agreement, the Company acquired the capital stock of two foreign sales subsidiaries and assumed the trade accounts receivable and trade accounts payable of these subsidiaries, which included certain accounts receivable and payable with Ropak Corporation.

As of the date of this Report, Ropak Corporation owns 1,031,233 shares of the Company's common stock (of which 750,000 shares were purchased for cash in 1989 and 1990, and 281,233 shares were issued in connection with the termination of its exclusive distributorship agreement). The President and Chairman of Ropak Corporation owns 18,750 shares of the Company's common stock and is a member of the Company's Board of Directors. Since all sales for the three months and six

months ended March 31, 1991 were to Ropak Corporation, and all accounts receivable as of September 30, 1991 were due from Ropak Corporation, such amounts are included in the financial statements as transactions with a related party. The unpaid balance of foreign subsidiaries' accounts payable to Ropak Corporation are included in the financial statements as accounts payable to a related party as of March 31, 1992. Such accounts were paid in full during the third fiscal quarter of the current year.

Results of operations subsequent to September 30, 1991 are no longer impacted by the distributor's discount previously accorded Ropak Corporation, but reflect full absorption of all sales and marketing costs, most of which were incurred by Ropak Corporation prior to October 1, 1991. As of September 30, 1991, the Company elected to change its fiscal year to September 30 to reflect this change.

INVITRO INTERNATIONAL

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

General

The following discussion and analysis should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this Report.

Effective as of September 30, 1991, the Company by mutual agreement terminated its exclusive distributor agreement with Ropak Corporation, and repurchased all sales and marketing rights to the Company's products and services. Management anticipates that the Company's sales will increase during 1992 and subsequent years as a result of terminating the former exclusive distributor agreement with Ropak Corporation and increasing the Company's commitment to reorganizing and expanding its sales and marketing. An immediate increase in sales per unit as of October 1, 1991 resulted from saving the price discount of approximately 40% previously accorded the former distributor. In addition, increases are expected from recent additions to sales, marketing and technical support staff.

The impact of hiring sales and marketing personnel formerly employed by the distributor and of hiring additional sales and technical support personnel, however, have added substantially to sales and marketing expenses as compared to prior periods. Prospective revenue increases, if any, from adding new personnel and reorganizing sales and marketing programs are expected to require significant lead time in developing new customer accounts as well as expanding use by existing accounts.

The Company elected to change the end of its fiscal year from the last day of February to the last day of September as of September 30, 1991, so that its results of operations in each full fiscal year henceforth will be comparable and correspond with the effective date of the Company's reacquisition of its sales and marketing rights.

Results of Operations

SIX MONTHS AND THREE MONTHS ENDED MARCH 31, 1992 COMPARED TO SIX AND THREE MONTHS ENDED MARCH 31, 1991, AND THE PRIOR THREE MONTHS ENDED DECEMBER 31, 1991

Net sales for the six months ended March 31, 1992 (the "First Half") were $732,739, an increase of 10.8% compared to $661,140 for the six months ended March 31, 1991. Sales for the First Half reflect a decline in unit volume compared to the comparable period of the prior year, since the Company no longer was required to absorb a 40% distributor discount which impacted sales for periods prior to October 1, 1991.

Sales for the three months ended March 31, 1992 (the "Second Quarter") were $468,603, an increase of 29.2% compared to the comparable period of the prior year and a 77.4% increase over $264,136 in sales for the immediately preceding quarter ended December 31, 1992 (the "First Quarter"). Average monthly sales during the Second Quarter of $156,000 reversed a declining trend in sales during 1991 (which had continued into the First Quarter, when monthly sales averaged $88,000). Management attributes recent sales improvement to the reorganization and expansion of its sales and marketing staff, and implementation of new programs after having terminated the exclusive distributor agreement with Ropak Corporation in October 1991. Prospective additional revenue increases from adding new personnel and reorganizing sales and marketing programs, however, are expected to require significant lead time in developing new customer accounts and expanding use by existing accounts.

Costs of sales for the First Half were $486,336, or 66.4% of sales, compared to $266,817, or 40.4% of sales, for the comparable period of the prior year. The decrease in gross profit margin during the First Half compared to the prior year is attributable to increases in fixed manufacturing costs for direct labor, equipment, facilities and other manufacturing overhead which were not absorbed by higher unit sales volumes. During the First Half, the Company completed procedures to establish consistent production of reagent powders in its new lyophilizer. Automated assembly equipment in the final stages of completion is expected to be installed at InVitro's facility during the summer of 1992. Upon installation and debugging automated assembly equipment, the Company's expects to experience improved margins from the reduction of labor required for large scale production of its test kits. Until sales increases materialize, however, the Company's gross profit margin will be penalized by inefficiencies associated with the high level of fixed costs incurred to support anticipated sales growth.

Selling, general and administrative expenses were $2,246,106 in the First Half, as compared to $164,179 during the six months ended March 31, 1991. Selling general and administrative expenses in the Second Quarter were $1,344,046, compared to $902,060 in the First Quarter and $62,680 for the three months ended March 31, 1991.

Of total selling, general and administrative expenses in the First Half, approximately $1,588,000 represented sales and marketing expenses which were expenses not borne by the Company in the prior fiscal year. Approximately 35% and 19% of sales and marketing expenses are directly attributable to European and Asian operations, respectively, with the balance represented by United States and management of sales and marketing. InVitro International elected to commit

substantial resources during the First Half to the reorganization and expansion of its sales, marketing and technical support staff and programs for the purpose of enable management to assess market potential for its products, and to establish a leadership position in the distribution of in vitro safety testing. This commitment accounts for most of the increase in expenses as compared to the prior fiscal year and the First Quarter of the current year. Other general and administrative increases since the prior fiscal year are associated with expansion of the Company's operations and the effect of becoming a publicly-held company.

Research and development expenses for the First Half were $514,934, an increase compared to $207,530 for the six months ended March 31, 1991. Research and development in the Second Quarter was $295,105, compared to $219,829 in the First Quarter and $144,840 for the prior year's quarter ended March 31, 1991. Increases in research and development expenses are primarily attributable to increases in product validation costs deemed essential to support existing and future sales and marketing efforts, plus the expenses of new product development (principally SOLATEX).

Other income of $357,028 for the First Half is primarily the result of interest and investment income attributable to short-term investment of proceeds received from the Company's public stock offering in May 1991. During the prior year, other expense of $23,711 for the six months ended March 31, 1991 represented interest expense on indebtedness which was fully repaid during 1991.

Liquidity and Capital Resources

The Company's principal capital requirements relate to working capital for sales and marketing, the production of inventories, general and administrative expenses, and research and development.

Most of the Company's working capital consists of cash, cash equivalents and short-term investments in liquid marketable securities, which totalled $2,003,983 at March 31, 1992. As of March 31, 1992, the Company's working capital was $2,353,896 as compared to working capital of $4,843,180 at September 30, 1991. The decline in working capital is primarily attributable to a net loss for the six months ended March 31, 1992 of $2,157,609, increases in fixed assets of $337,793, and increases in accounts receivable of $223,309. Outstanding unpiad commitments for capital expenditures as of March 31, 1992 totaled approximately $30,000, and no significant capital expenditures are currently planned for the balance of 1992.

Management anticipates that working capital will continue to be depleted for the immediate future due to losses from operations. Until additional sale increases occur, revenues are less than the amounts necessary to cover fixed expenses for manufacturing overhead, research and development, and selling, general and administrative expenses. Sales increases will be dependent in part upon expanding use of the Company's products and services by its existing customers, many of whom are in the early stages of evaluating in vitro testing methods developed by the Company and others. Sales in the later stages of 1992 may also benefit from the planned introduction of new products.

The Company estimates its current operating cash requirements at approximately $400,000 per month, depending in part upon sales volume. The Company's management believes that current funds and internally generated cash

from operations will be sufficient to fund planned research and product development activities and working capital requirements of the Company for the fiscal year ending September 30, 1992. The Company's ability to sustain its current level of expenditures thereafter will be dependent upon future sales growth, the sale of additional equity capital, or a combination thereof. Should future sales growth fail to materialize, the Company anticipates that liquidity problems would be addressed by reducing the level of selling, general and administrative expenses incurred to support anticipated future growth and by reducing or deferring certain research and development efforts.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings. Inapplicable.

Item 2. Changes in Securities. Inapplicable.

Item 3. Defaults Upon Senior Securities. Inapplicable.

Item 4. Submission of Matters to a Vote of Security Holders.

The 1992 annual meeting of the Company's shareholders was held on March 27, 1992. Matters voted on at the annual meeting were included (a) a proposed amendment of the Company's charter to change the corporate name to INVITRO INTERNATIONAL; (b) a proposed amendment of the Company's Bylaws to increase the authorized number of directors from 3 to 5 in number to a range of 5 to 9 in number; (c) election of a Board of seven directors; and (iv) a proposal to approve the Company's 1991 Stock Option Plan covering 300,000 shares of the Company's Common Stock.

All of the foregoing matters are described in the Company's proxy statement dated February 26, 1992 (the "Proxy Statement"), definitive copies of which were filed with the Securities and Exchange Commission. The result of voting on matters presented to the meeting were as follows:

(i) By a vote of 4,856,393 shares in favor and 2,700 shares against, shareholders approved the amendment of the Company's charter to change the corporate name to INVITRO INTERNATIONAL. Reference is made to the caption "Proposal to Amend Corporate Name" in the Proxy Statement and to Exhibit 3.1.8 filed with this Report on Form 10-Q.

(ii) By a vote of 3,120,617 shares in favor and 29,900 shares against, shareholders approved the amendment of Section 2 of Article III of the Company's Bylaws to increase the authorized number of directors from 3 to 5 in number to a range of 5 to 9 in number. Reference is

made to the caption "Proposal to Increase Authorized Number of Directors" in the Proxy Statement and to Exhibit 3.2.2 filed with this Report on Form 10-Q.

(iii) The following persons were electors to serve as directors of the Company until the next annual meeting of shareholders:

William M. Curtis
William J. Fisher
Virginia C. Gordon
Christopher P. Kelly
Alan M. Novich
William H. Roper
Ricardo J. Soto

(iv) By a vote of 2,903,337 shares in favor and 59,400 shares against, shareholders approved the adoption of the Company's 1991 Stock Option Plan covering 300,000 shares of the Company's Common Stock. Reference is made to the caption "Proposal to Approve 1991 Stock Option Plan" in the Proxy Statement and to Exhibit 10.11 filed with the Company's Report on Form 10-K for the Transitional Period of Seven Months ended September 30, 1991.

Item 5. Other Information.

Effective as of April 1, 1992, the Company's corporate name was changed from "Ropak Laboratories" to "InVitro International". See Item 4 above.

Item 6. Exhibits and Report on Form 8-K.

(a) Exhibits Filed with this Report:

Exhibit Number	Description
3.1.8	Certificate of Amendment to Articles of Incorporation of Registrant, filed with Secretary of State of California on April 1, 1992.
3.2.2	Amendment to Section 2 of Article III of Registrant's ByLaws, adopted by shareholder vote on March 27, 1992.
4.1	Specimen of Registrant's Common Stock certificate.
4.2	Specimen of redeemable Common Stock Purchase Warrants exercisable at $5.00 per share and expiring on May 15, 1996.

(b) Reports on Form 8-K: Inapplicable.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: May 16, 1992

INVITRO INTERNATIONAL

By: William M. Curtis

William M. Curtis,
Chief Financial Officer

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

EXHIBITS
to
FORM 10-Q
QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the Quarter Ended MARCH 31, 1992 COMMISSION FILE NO. 0-19241

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4.2	Specimen of redeemable Common Stock Purchase Warrants exercisable at $5.00 per share and expiring on May 15, 1996.....	19

A416168

State of California
OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

APR - 31992

March Fong Eu

Secretary of State

[redacted]

EXHIBIT 3.1.8

15

A416168

ENDORSED
FILED
In the office of the Secretary of State
of the State of California

APR 1 1992

MARCH FONG EU, Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ROPAK LABORATORIES

WILLIAM J. FISHER and WILLIAM M. CURTIS certify that:

1. They are the president and the secretary, respectively, of ROPAK LABORATORIES, a California corporation.

2. Article I of the articles of incorporation of this corporation is amended to read as follows:

"ARTICLE I

The name of this corporation is INVITRO INTERNATIONAL."

3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.

4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 5,111,155. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to my own knowledge.

Date: March 27, 1992

WILLIAM J. FISHER, President

WILLIAM M. CURTIS, Secretary

AMENDMENT TO BYLAWS
of
INVITRO INTERNATIONAL
adopted by vote of shareholders
on March 27, 1992

Section 2 of Article III of the corporation's Bylaws is amended to read as follows:

Section 2. NUMBER OF DIRECTORS. The authorized number of directors shall be not less than five (5) nor more than nine (9), with the exact number of directors to be fixed, within the limits specified above, by approval of the Board of Directors, until such time as this Section 2 is changed by amendment of the Articles or by a Bylaw duly adopted by shareholders amending this Section 2 in accordance with Section 212 of the California General Corporation Law.

EXHIBIT 3.2.2

NUMBER

RO

ROPAK
LABORATORIES

SHARES

INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA

SEE REVERSE FOR CERTAIN DEFINITIONS

CUSIP 46555 10

This Certifies That

is the Record Holder of

FULLY PAID AND NON ASSESSABLE SHARES, WITHOUT PAR VALUE, OF THE COMMON STOCK OF

ROPAK LABORATORIES

transferable on the share register of the Corporation by the holder hereof, in person or by duly authorized attorney, upon surrender of this certificate properly endorsed. This certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

This certificate and the shares represented thereby shall be held subject to the laws of the State of California, all of the provisions of the Articles of Incorporation and the By-Laws of said Corporation, a copy of each of which is on file at the office of the Corporation and made a part hereof as fully as though the provisions of said Articles of Incorporation and By-Laws were imprinted in full on this certificate, to all of which the holder of this certificate, by acceptance hereof, assents and agrees.

Any shareholder may obtain from the principal office of the Corporation, upon request and without charge, a statement of the number of shares constituting each class or series of stock and the designation thereof, and a copy of the rights, preferences, privileges, and restrictions granted to or imposed upon the respective classes or series of stock and upon the holders thereof by said Articles of Incorporation and the By-Laws.

The address of the principal office of the Corporation is 2532 Milliken Avenue, Irvine, California 92714.

WITNESS the facsimile seal of the Corporation and the signatures of its duly authorized officers.

Dated: [illegible]

NAME CHANGED TO
Invitrogen International

ROPAK LABORATORIES INCORPORATED SEPT 19 1985 CALIFORNIA

EXHIBIT 4.1

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations

TEN COM — as tenants in common

TEN ENT — as tenants by the entireties

JT TEN — as joint tenants with right of survivorship and not as tenants in common

COM PROP — as community property

UNIF GIFT MIN ACT — _____ Custodian _____
(Cust) (Minor)
Under Uniform Gifts to Minors Act _____
(State)

UNIF TRF MIN ACT — _____ Custodian (until age _____)
(Cust)
_____ Under Uniform Transfers
(Minor)
to Minors Act _____
(State)

Additional abbreviations may also be used though not in the above list

For Value Received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

_____

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

_____

_____

_____ Shares

of the Common Stock represented by the within certificate, and do hereby irrevocably constitute and appoint

_____ Attorney

to transfer the said shares on the books of the within named Corporation with full power of substitution in the premises.

Dated _____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.

4696

VOID AFTER MAY 15, 1998

Exibit 4.2

STOCK PURCHASE WARRANT CERTIFICATE FOR
PURCHASE OF COMMON STOCK

ROPAK
LABORATORIES

WARRANTS

CUSIP 465853 11 1

This certifies that FOR VALUE RECEIVED

NAME CHANGED TO
InVitro International

Dated

ROPAK LABORATORIES

By

Secretary/Treasurer

President

ROPAK LABORATORIES INCORPORATED SEPT. 19, 1985 CALIFORNIA

Countersigned
AMERICAN STOCK TRANSFER & TRUST COMPANY
as Warrant Agent

By
Authorized Officer

SUBSCRIPTION FORM

To Be Executed by the Registered Holder
in Order to Exercise Warrants

The undersigned Registered Holder hereby irrevocably elects to exercise _____ Warrants represented by this Warrant Certificate, and to purchase the securities issuable upon the exercise of such Warrants, and requests that certificates for such securities shall be issued in the name of

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER

_____

_____

_____

_____

_____

[please print or type name and address]

and be delivered to

_____

_____

_____

_____

[please print or type name and address]

and if such number of Warrants shall not be all the Warrants evidenced by this Warrant Certificate, that a new Warrant Certificate for the balance of such Warrants be registered in the name of, and delivered to, the Registered Holder at the address stated below.

The undersigned represents that the exercise of the within Warrant was solicited by a member of the National Association of Securities Dealers, Inc. If not solicited by an NASD member, please write "unsolicited" in the space below. Unless otherwise indicated by listing the name of another NASD member firm, it will be assumed that the exercise was solicited by STRATTON OAKMONT INC.

_____

(Name of NASD Member, if other than Stratton Oakmont Inc.)

Dated: _____ X _____

_____

_____

_____

_____

Taxpayer Identification Number

_____

Signature Guaranteed

ASSIGNMENT

To Be Executed by the Registered Holder
in Order to Assign Warrants

FOR VALUE RECEIVED,

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER

_____ hereby sells, assigns and transfers unto

_____

_____

_____

_____

[please print or type name and address]

all the Warrants represented by this Warrant Certificate, and hereby irrevocably constitutes and appoints

_____ Attorney

to transfer this Warrant Certificate on the books of the Company, with full power of substitution in the premises.

Dated: _____ X _____

Signature Guaranteed

THE SIGNATURE TO THE ASSIGNMENT OR THE SUBSCRIPTION FORM MUST CORRESPOND TO THE NAME AS WRITTEN UPON THE FACE OF THIS WARRANT CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER, AND MUST BE GUARANTEED BY A COMMERCIAL BANK OR TRUST COMPANY OR A MEMBER FIRM OF THE AMERICAN STOCK EXCHANGE, NEW YORK STOCK EXCHANGE, PACIFIC STOCK EXCHANGE OR MIDWEST STOCK EXCHANGE